

SOCIALIST REPUBLIC OF VIETNAM
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SINCE 1960

CHARTER
ON ORGANIZATION AND OPERATION
HANOI SOAP JOINT STOCK COMPANY

Hanoi, April 28th, 2026



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PREAMBLE

This Charter was adopted pursuant to Resolution No. 15/NQ-ĐHĐCĐ dated April 28th, 2026 of the General Meeting of Shareholders of Hanoi Soap Joint Stock Company.

I. DEFINITIONS AND INTERPRETATION

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall have the meanings set forth below:

a) **“Charter Capital”** means the total par value of shares sold or subscribed upon the establishment of the joint stock company and as stipulated in Article 6 of this Charter;

b) **“Voting Capital”** means the share capital in respect of which the holders have the right to vote on matters within the authority of the General Meeting of Shareholders;

c) **“Law on Enterprises”** means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, and Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises adopted on June 17th, 2025;

d) **“Law on Securities”** means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;

e) **“Vietnam”** means the Socialist Republic of Vietnam;

f) **“Date of Establishment”** means the date on which the Company is first granted the Enterprise Registration Certificate (or Business Registration Certificate or other equivalent legal documents);

g) **“Executives”** means the General Director, Deputy General Director(s) and Chief Accountant of the Company;

h) **“Managers”** means the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Director(s) and the Chief Accountant of the Company;

i) **“Related Persons”** means individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

j) **“Beneficial Owner of the Company”** means an individual who ultimately owns or has the ability to control or exercise significant influence over shares or voting rights of the Company in accordance with applicable laws;

k) **“Shareholder”** means any individual or organization owning at least one share of the Company;

l) **“Founding Shareholder”** means a shareholder holding at least one

ordinary share and whose name appears in the list of founding shareholders of the Company;

m) **“Major Shareholder”** means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

n) **“Term of Operation”** means the duration of operation of the Company as stipulated in Article 2 of this Charter and any extension thereof as approved by the General Meeting of Shareholders;

o) **“Stock Exchange”** means Vietnam Stock Exchange and its subsidiaries;

2. In this Charter, references to any provision or legal document shall include any amendments, supplements or replacements thereto.

3. Headings (sections and articles) in this Charter are inserted for convenience of reference only and shall not affect the interpretation of the contents hereof.

II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Term of Operation of the Company

1. Name of the Company

- Vietnamese name:

CÔNG TY CỔ PHẦN XÀ PHÒNG HÀ NỘI

- Foreign name:

HANOI SOAP JOINT STOCK COMPANY

- Abbreviated name: HASO

2. The Company is a joint stock company with legal status in accordance with the applicable laws of Vietnam.

3. Registered Head Office

- Address: No. 233B Nguyen Trai Street, Khuong Dinh Ward, Hanoi City, Vietnam.

4. Contact Details:

- Tel: (+84) 243 858 7051;

- Fax: (+84) 243 858 4486;

- E-mail: info@haso.vn;

- Website: www.haso.vn;

- Logo: 

5. The Company may establish branches and representative offices in its areas of operation in order to achieve its objectives, in accordance with resolutions

of the Board of Directors and within the scope permitted by law.

6. Unless the Company is terminated prior to its term as provided in Clause 2, Article 55 or its term is extended in accordance with Article 56 of this Charter, the Company shall have an indefinite term of operation from the Date of Establishment.

Article 3. Legal Representative of the Company

1. The Company shall have one (01) legal representative, being the General Director.

2. The legal representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions; and represents the Company as plaintiff, defendant or person with related rights and obligations before arbitration tribunals and courts. The responsibilities of the legal representative shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by applicable laws.

The legal representative shall bear personal liability for any damage caused to the Company due to a breach of the duties of honesty and due care.

3. The legal representative of the Company must reside in Vietnam and shall authorize in writing another person to exercise the rights and perform the obligations of the legal representative when exiting Vietnam.

4. In the event that the authorization period expires and the legal representative of the Company has not returned to Vietnam and no new authorization has been granted, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative within the authorized scope until the legal representative returns to work or until the Board of Directors appoints another person to exercise such rights and obligations.

In the event that the legal representative of the Company is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise his/her rights and obligations, the Board of Directors shall appoint another person to exercise the rights and obligations of the legal representative in accordance with applicable laws.

III. OBJECTIVES, BUSINESS LINES AND SCOPE OF OPERATION OF THE COMPANY

Article 4. Objectives of the Company

1. Business lines of the Company

- Manufacturing of synthetic detergents;
- Trading, import and export of chemicals, chemical materials and synthetic detergents;
- Manufacturing and trading of cosmetics, packaging and printing of

product labels (carton boxes, paper packaging, plastic packaging and bottles of all kinds);

- Trading of processed food and food products;
- Leasing of offices and warehouses;
- Trading of fertilizers;
- Manufacturing and trading of PVC plastics, construction materials, interior and exterior decorative products, mechanical products and materials;
- Road freight transport services;
- Wholesale of books, newspapers, magazines and stationery.

2. Objectives of the Company

- To preserve and develop the investment capital of shareholders;
- To ensure a harmonious balance of interests among the State, the Company, shareholders and employees.;

Article 5. Business Lines and Scope of Operation of the Company

The Company is entitled to conduct business activities in accordance with the business lines specified in this Charter which have been duly registered and updated with the business registration authority and disclosed on the National Business Registration Portal.

Where the Company engages in conditional business lines, it shall satisfy all applicable conditions in accordance with the Law on Investment and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The Charter Capital of the Company is: VND 12,724,750,000 (*in words: One hundred twenty-nine billion, seven hundred twenty-four million, seven hundred fifty thousand Vietnamese Dong*).

The total Charter Capital is divided into 12,972,475 shares with a par value of VND 10,000 per share.

2. The Company may adjust its Charter Capital subject to approval by the General Meeting of Shareholders and in compliance with applicable laws.

3. As at the date of adoption of this Charter, the Company's shares comprise ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are specified in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

5. Ordinary shares shall be offered for sale in priority to existing

shareholders in proportion to their respective shareholding ratios, unless otherwise resolved by the General Meeting of Shareholders. Any unsubscribed shares shall be decided upon by the Board of Directors.

The Board of Directors may allocate such shares to existing shareholders or other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided under securities laws.

6. The Company may repurchase its own shares in accordance with the provisions of this Charter and applicable laws.

7. The Company may issue other types of securities in accordance with applicable laws.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares held.

2. A share certificate is a security evidencing the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing entity. A share certificate must contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. In the event that a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued a new share certificate upon request. Such request must include:

- a) Information relating to the lost, damaged or destroyed share certificate;
- b) A commitment to assume responsibility for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other Securities Certificates

Bond certificates and other securities certificates issued by the Company must bear the signature of the legal representative and the seal of the Company.

Article 9. Transfer of Shares

1. All shares are freely transferable, except as otherwise provided in this Charter and applicable laws. Shares listed on a Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid for shall not be transferred and shall not be entitled to related rights, including the right to receive dividends, the right to receive bonus shares issued from equity, pre-emptive rights to subscribe for new shares, and other rights as prescribed by law.

Article 10. Recovery of Shares (in case of enterprise registration)

1. Where a shareholder fails to fully and timely pay for subscribed shares, the Board of Directors shall issue a notice and may require such shareholder to pay the outstanding amount and remain liable corresponding to the total par value

of the subscribed shares for the Company's financial obligations arising from such non-payment.

2. The payment notice must specify a new deadline (being at least seven (07) days from the date of dispatch), the place of payment, and clearly state that failure to comply will result in recovery of the unpaid shares.

3. The Board of Directors shall have the right to recover shares not fully and timely paid if the requirements stated in the notice are not complied with.

4. Recovered shares shall be deemed shares available for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or re-allocation of such shares on terms and conditions as it deems appropriate:

5. The shareholder holding the recovered shares shall cease to be a shareholder in respect of such shares, but shall remain liable corresponding to the total par value of the subscribed shares for the Company's financial obligations arising up to the date of recovery, in accordance with the decision of the Board of Directors, until full payment is made. The Board of Directors shall have full authority to enforce payment of the full value of such shares at the time of recovery.

6. A notice of recovery shall be sent to the holder of the recovered shares prior to the recovery. The recovery shall remain valid notwithstanding any error or omission in the delivery of such notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND SUPERVISION

Article 11. Organizational Structure, Governance and Supervision

The organizational structure for management, governance and supervision of the Company comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors and the Supervisory Board;
3. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly, through an authorized representative, or by other methods as prescribed by this Charter and applicable laws. Each ordinary share carries one (01) vote;
 - b) To receive dividends at a rate decided by the General Meeting of Shareholders;

c) To be given priority in subscribing for new shares in proportion to their respective shareholding ratios;

d) To freely transfer their shares, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;

e) d) To examine, search and extract information relating to names and contact addresses in the list of shareholders with voting rights; to request correction of inaccurate personal information;

f) To examine, search, extract or copy the Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding ratio;

h) To request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class confers equal rights, obligations and benefits on its holder. Where the Company has preference shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) To have full access to periodic and extraordinary information disclosed by the Company in accordance with law;

k) To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

l) Other rights as provided by law and this Charter.

2. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the following rights:

a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) To examine, search and extract minutes, resolutions and decisions of the Board of Directors; semi-annual and annual financial statements; reports of the Supervisory Board; contracts and transactions subject to approval by the Board of Directors; and other documents, except those relating to trade secrets and business secrets of the Company;

c) To request the Supervisory Board to inspect specific matters relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and include: full name, contact address, nationality and legal identification of individual shareholders; name, enterprise code or legal documents and head office address of organizational shareholders;

number of shares and time of registration of shares of each shareholder; total number of shares held by the group and ownership ratio; matters to be inspected and purposes of inspection;

d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Company at least three (03) working days prior to the opening date, clearly stating the shareholder's name, number and class of shares, and the proposed matters;

e) Other rights as provided by law and this Charter.

3. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board, as follows:

a) Shareholders forming a group must notify the meeting of such grouping prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, such shareholders or shareholder groups may nominate one or more candidates as decided by the General Meeting of Shareholders. If the number of candidates nominated is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board or other shareholders.

Article 13. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To fully and timely pay for the shares subscribed;

2. Not to withdraw contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another party. In case of unlawful withdrawal, the shareholder and related persons shall be jointly liable for the Company's debts and other asset obligations within the value of the withdrawn shares and any damages incurred;

3. To comply with the Charter and internal regulations of the Company;

4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

5. To keep confidential information provided by the Company in accordance with this Charter and applicable laws; to use such information only for exercising and protecting lawful rights and interests; and not to disclose or distribute such information to any third party;

6. To attend meetings of the General Meeting of Shareholders and exercise voting/election rights through the following methods:

a) Direct attendance and voting;

b) Authorizing another individual or organization to attend and vote;

- c) Attending and voting via online meetings, electronic voting or other electronic means;
 - d) Sending voting ballots by post, fax or email;
 - e) Other methods as prescribed by law;
7. To bear personal responsibility when acting in the name of the Company

for the following acts:

- a) Violations of law;
 - b) Conducting business or transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Making premature payments of debts that are not yet due, causing financial risks to the Company;
8. To fulfill other obligations as prescribed by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The annual General Meeting of Shareholders shall be held once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend this period where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, extraordinary meetings may be convened. The location of the meeting shall be where the Chairperson attends and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual meeting shall decide matters in accordance with law and this Charter, particularly the approval of audited annual financial statements. Where the audit report contains material qualifications, adverse opinions or disclaimers, the Company must invite a representative of the approved auditing firm to attend the meeting, and such representative shall be responsible for attending the annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) Where deemed necessary for the interests of the Company;
- b) Where the number of remaining members of the Board of Directors or the Supervisory Board falls below the statutory minimum;
- c) At the request of shareholders or shareholder groups as prescribed in Clause 2, Article 115 of the Law on Enterprises. Such request must be in writing, stating reasons and purposes, and signed by the relevant shareholders;
- d) At the request of the Supervisory Board;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene the meeting within sixty (60) days from the occurrence of the events specified in Point b, Clause 3 of this Article or from receipt of requests specified in Points c and d, Clause 3 of this Article;

b) If the Board of Directors fails to convene the meeting, within the following thirty (30) days, the Supervisory Board shall convene the meeting in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) If the Supervisory Board fails to convene the meeting, shareholders or shareholder groups specified above may request the Company's representative to convene the meeting in accordance with the Law on Enterprises.

In such case, the convening shareholders may request the business registration authority to supervise the procedures. All reasonable costs shall be reimbursed by the Company, excluding personal expenses of attending shareholders (including accommodation and travel);

d) Procedures for convening and conducting the meeting shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall have the following rights and obligations:

a) To approve the development orientation of the Company;

b) To decide on classes of shares and the total number of shares of each class authorized for offering; to decide the annual dividend rate for each class of shares;

c) To elect, dismiss and remove members of the Board of Directors and Supervisors;

d) To decide on investment or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets as recorded in the most recent financial statements of the Company;

e) To decide on amendments and supplements to the Charter;

f) To approve annual financial statements;

g) To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;

h) To examine and handle violations by members of the Board of Directors and Supervisors causing damage to the Company and its shareholders;

i) To decide on reorganization or dissolution of the Company;

j) To decide on the budget or total remuneration, bonuses and other benefits of the Board of Directors and the Supervisory Board;

k) To approve, amend and supplement the internal corporate governance regulations and regulations on operation of the Board of Directors and the Supervisory Board;

l) To approve the list of approved auditing firms; to appoint and dismiss the approved auditing firm to audit the Company when deemed necessary;

m) Other rights and obligations as prescribed by law.

2. *The General Meeting of Shareholders shall discuss and approve the following matter:*

a) Annual business plan of the Company;

b) Audited annual financial statements;

c) Reports of the Board of Directors on corporate governance and operational results of the Board and its members;

d) Reports of the Supervisory Board on business performance and on the performance of the Board of Directors and the General Director;

e) Self-assessment report of the Supervisory Board and Supervisors;

f) Dividend rate for each class of shares;

g) Number of members of the Board of Directors and the Supervisory Board;

h) Election, dismissal and removal of members of the Board of Directors and Supervisors;

i) Budget or total remuneration, bonuses and other benefits of the Board of Directors and the Supervisory Board;

j) Approval of the list of approved auditing firms and appointment of auditing firms where necessary;

k) Amendments and supplements to the Charter;

l) Classes and number of shares to be issued and transfer of shares of founding shareholders within the first three (03) years from the date of establishment;

m) Division, separation, consolidation, merger or conversion of the Company;

n) Reorganization, dissolution (liquidation) and appointment of liquidators;

o) Investment or sale of assets with value $\geq 35\%$ of total assets;

p) Repurchase of more than 10% of issued shares of each class;

q) Approval of contracts/transactions with related persons under Clause 1, Article 167 of the Law on Enterprises with value $\geq 10\%$ of total assets;

r) Approval of transactions as prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP;

s) Approval/amendment of internal governance regulations;

t) Other matters as prescribed by law and this Charter.

3. All matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholder.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. An individual shareholder may authorize only one (01) individual or organization to act as his/her proxy. An organizational shareholder holding at least ten percent (10%) of total ordinary shares may authorize up to five (05) representatives.

2. Shareholders or authorized representatives may attend in person or further authorize others or attend via methods prescribed in Clause 3, Article 144 of the Law on Enterprises, as follows:

a) Individual shareholders may authorize only one representative;

b) Organizational shareholders holding less than 10% may authorize one (01) representative; from 10% or more may authorize up to five (05). Allocation of shares/votes must be specified; otherwise divided equally.

3. Authorization must be made in writing in accordance with civil law, specifying: names, shareholding, scope, term, and signatures. The proxy must submit the authorization upon registration.

4. Voting ballots of proxies remain valid unless:

a) The principal dies or loses legal capacity;

b) The authorization is revoked;

c) The authority is withdrawn;

Except where the Company is notified before the meeting opens.

Article 17. Variation of Rights

1. Any variation or abrogation of special rights attached to a class of preference shares shall be valid only if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all attending shareholders or their authorized representatives.

A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of a class of preference shares shall only be passed if it is approved by shareholders holding at least seventy-five percent (75%) of the total number of such preference shares of that class attending the meeting, or by shareholders holding at least seventy-five percent (75%) of the total number of such preference shares of that class in the case of approval by written resolution.

2. A meeting of shareholders holding a particular class of preference shares to approve the variation of such rights shall be valid only when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class.

In the absence of such quorum, a second meeting shall be convened within thirty (30) days thereafter. At such reconvened meeting, shareholders holding shares of that class present in person or by proxy (regardless of the number of attendees and shares held) shall be deemed sufficient to constitute a quorum.

At such meetings, shareholders holding shares of that class present in person or by proxy may request voting by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for convening and conducting such separate meetings shall comply mutatis mutandis with the provisions set out in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms of issuance of such shares, the special rights attached to classes of shares having preferential rights with respect to the distribution of profits or assets of the Company shall not be deemed to be varied by the issuance of additional shares of the same class.

Article 18. Convening, Agenda and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders shall perform the following tasks:

a) Prepare the list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the notice of meeting. The Company shall disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;

b) Prepare the agenda and contents of the meeting;

c) Prepare documents for the meeting;

d) Prepare draft resolutions of the General Meeting of Shareholders corresponding to the proposed agenda items;

e) Determine the time and venue of the meeting;

f) Notify and send the notice of meeting to all shareholders entitled to attend;

g) Perform other tasks necessary for the organization of the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders'

contact addresses, and simultaneously disclosed on the Company's website, the website of the State Securities Commission, and the Stock Exchange where the Company's shares are listed. The convener must send the notice of meeting to all shareholders in the list of shareholders entitled to attend at least twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. Where such documents are not enclosed with the notice, the notice must clearly indicate the link to access all meeting documents, including:

- a) The meeting agenda and materials;
- b) List and detailed information of candidates in case of election of members of the Board of Directors and Supervisory Board;
- c) Voting ballots;
- d) Draft resolutions for each agenda item.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose additional items to the meeting agenda. Such proposal must be made in writing and sent to the Company no later than seven (7) working days prior to the opening date of the meeting. The proposal must specify the name of the shareholder, number of shares of each class held, and the proposed agenda item.

5. The convener of the General Meeting of Shareholders may reject a proposal referred to in Clause 4 of this Article in the following cases:

- a) The proposal is not submitted in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as required under Clause 2, Article 12 of this Charter;
- c) The proposed matter does not fall within the authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include proposals referred to in Clause 4 of this Article in the draft agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article. Such proposals shall be officially added to the meeting agenda and contents if approved by the General Meeting of Shareholders.

Article 19. Conditions for holding the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when

attending shareholders represent more than 50% of the total voting shares.

2. In case the first meeting does not meet the conditions for proceeding as prescribed in Clause 1 of this Article, a notice convening the second meeting shall be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when attending shareholders represent at least 33% of the total voting shares.

3. In case the second meeting does not meet the conditions for proceeding as prescribed in Clause 2 of this Article, a notice convening the third meeting must be sent within 20 days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by attending shareholders.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and continue such registration until all attending shareholders entitled to participate have completed registration, in the following order:

a) Upon registration, the Company shall provide each shareholder or authorized representative with a voting card/voting ballot/election ballot, stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes/election votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, or abstention. Vote-counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising vote counting as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal;

b) Shareholders or authorized representatives of institutional shareholders arriving after the opening of the meeting shall have the right to register immediately and thereafter to participate and vote/elect at the meeting. The Chairperson is not required to suspend the meeting for latecomers to register, and the validity of matters already voted/elected prior thereto shall remain unchanged.

2. The election of the Chairperson, Secretary, the Committee for verification of shareholder/representative eligibility, and the Vote Counting Committee shall be conducted as follows:

a) The Chairman of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of

the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily unable to perform duties, the remaining members of the Board of Directors shall elect one among them as Chairperson on a majority basis. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson from among attendees, and the person receiving the highest number of votes shall act as Chairperson;

b) Except for the case specified in point a of this clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the Chairperson, and the person receiving the highest number of votes shall act as Chairperson;

c) The Chairperson shall appoint one or more persons as Secretary(ies) of the meeting and establish the Committee for verification of shareholder eligibility;

d) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee as proposed by the Chairperson.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically allocate time for each matter.

4. The Chairperson has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees, including:

a) Arranging seating at the meeting venue;

b) Ensuring safety for all persons present at the meeting venues;

c) Facilitating shareholders' participation (or continued participation) in the meeting. The convener of the meeting has full authority to change the above measures and apply all necessary measures, which may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, or abstention. Vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives arriving after the opening of the meeting may still register and have the right to vote immediately after registration; in such case, the validity of matters already voted on shall remain unchanged.

7. The convener or the Chairperson of the General Meeting of Shareholders has the following rights:

a) To require all attendees to undergo inspection or other lawful and

reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel persons who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security requirements.

8. The Chairperson has the right to adjourn a General Meeting of Shareholders that has met the quorum for a period not exceeding 03 working days from the scheduled opening date, and may only adjourn or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient seating capacity for all attendees;

b) Communication facilities at the venue are inadequate for shareholders to participate, discuss, and vote;

c) There are persons disrupting order or obstructing the meeting, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

9. If the Chairperson adjourns or suspends the meeting contrary to the provisions of Clause 13 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and continue conducting the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company shall ensure that shareholders can attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government guiding the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for adoption of resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all attending and voting shareholders, except for cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a) Classes of shares and the total number of shares of each class;
- b) Changes in business lines, trades, and sectors;
- c) Changes in the Company's organizational and management structure;
- d) Investment projects or sale of assets valued at 35% or more of the total assets as recorded in the Company's most recent financial statements;
- e) Reorganization or dissolution of the Company.

2. Other resolutions shall be adopted if approved by shareholders representing more than 50% of the total voting shares of all attending and voting shareholders, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or Supervisory Board. Shareholders may allocate all or part of their votes to one or several candidates. Elected candidates shall be determined in descending order of votes, starting from the candidate with the highest number of votes until all positions are filled in accordance with the Company's Charter. In the event that two or more candidates receive the same number of votes for the last position, a re-election shall be conducted among such candidates or selection shall be made in accordance with the Company's election regulations.

4. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be valid and effective even if the procedures for convening and adopting such resolutions do not fully comply with the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be as follows:

1. The Board of Directors has the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders. Written opinion collection shall not be applied to the cases specified in Clause 2 of Article 147 of the Law on Enterprises, including:

- a) Amendments and supplements to the Company's Charter;
- b) Development orientation of the Company;
- c) Classes of shares and the total number of shares of each class;
- d) Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
- e) Decisions on investment or sale of assets valued at 35% or more of the total assets as recorded in the most recent financial statements of the Company, unless otherwise stipulated in the Company's Charter;
- f) Approval of annual financial statements;
- g) Reorganization or dissolution of the Company.

2. The Board of Directors must prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents,

and send them to all shareholders entitled to vote at least 15 days prior to the deadline for submission of the ballots. The requirements and method of sending shall comply with Clause 3, Article 18 of this Charter.

3. An opinion collection ballot must include the following main contents:

- a) Name, head office address, and enterprise registration number;
- b) Purpose of the opinion collection;
- c) Full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise code or legal identification, and head office address of organizational shareholders; or information of authorized representatives of organizational shareholders; number of shares of each class and voting rights;
- d) Matters to be voted on;
- e) Voting options: approval, disapproval, or abstention;
- f) Deadline for submission of completed ballots;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may return completed ballots by post, fax, or email as follows:

- a) By post: ballots must bear the signature of the individual shareholder or the authorized/legal representative of an organizational shareholder, be sealed, and must not be opened prior to vote counting;
- b) By fax or email: ballots must be kept confidential until the vote counting;
- c) Ballots received after the deadline, or opened (for postal ballots), or disclosed (for fax/email ballots) shall be invalid. Ballots not returned shall be deemed as non-voting.

5. The Board of Directors shall conduct vote counting and prepare minutes under the supervision of the Supervisory Board or shareholders not holding managerial positions. The vote-counting minutes must include:

- a) Name, head office address, and enterprise registration number;
- b) Purpose and matters submitted for approval;
- c) Number of shareholders and total votes participating, including valid and invalid votes and method of submission, with an attached list of participating shareholders;
- d) Total votes for approval, disapproval, and abstention for each matter;
- e) Approved matters and corresponding voting ratios;
- f) Full names and signatures of the Chairman, vote counters, and supervisors.

Members of the Board of Directors, vote counters, and supervisors shall be jointly responsible for the accuracy and honesty of the vote-counting minutes and

any damages arising from inaccurate or dishonest vote counting.

6. The vote-counting minutes and resolutions must be sent to shareholders within 15 days from completion of vote counting, or may be disclosed on the Company's website within 24 hours.

7. All ballots, vote-counting minutes, adopted resolutions, and related documents must be archived at the Company's head office.

8. A resolution adopted by written opinion collection shall be valid if approved by shareholders representing more than 50% of the total voting shares and shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

Article 23. Resolutions and minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be minuted and may be audio-recorded or stored electronically. Minutes must be in Vietnamese and may also be prepared in a foreign language, including:

- a) Name, head office address, and enterprise registration number;
- b) Time and venue of the meeting;
- c) Agenda and meeting contents;
- d) Full names of the Chairperson and Secretary;
- e) Summary of meeting proceedings and opinions;
- f) Number of attending shareholders and total voting shares, with attached attendance list;
- g) Voting results for each matter, including method, valid/invalid votes, approval/disapproval/abstention ratios;
- h) Vote count for each candidate (if any);
- i) Approved matters and corresponding voting ratios.

2. Minutes must be completed and approved before the meeting closes. The Chairperson and Secretary shall be jointly responsible for their accuracy.

3. Vietnamese and foreign-language minutes have equal legal validity; in case of discrepancies, the Vietnamese version shall prevail.

4. Resolutions, minutes, attendance lists, powers of attorney, and related documents must be disclosed in accordance with securities disclosure laws and archived at the Company's head office.

Article 24. Request for annulment of resolutions of the General Meeting of Shareholders

Within 90 days from receipt of the resolution, meeting minutes, or vote-counting minutes, shareholders or shareholder groups as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to annul a resolution or part thereof in the following cases:

1. The procedures for convening and adopting resolutions seriously violate the Law on Enterprises and the Company's Charter, except for the case specified in Clause 4, Article 21 of this Charter.

2. The content of the resolution violates the law or the Company's Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates must provide a written commitment to the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected. Disclosed information shall include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working experience;
- d) Other managerial positions (including positions in boards of other companies);
- e) Related interests with the Company and its related parties;
- f) Other information (if any) as prescribed in the Company's Charter;
- g) The Company must disclose information about companies in which the candidate holds positions as a member of the Board of Directors, other managerial roles, and related interests of such candidate (if any).

2. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders may aggregate their voting rights to nominate candidates.

Nomination rights are allocated as follows: From 10% to under 20%: nominate one (01) candidate; From 20% to under 30%: up to two (02) candidates; From 30% to under 40%: up to three (03) candidates; From 40% to under 50%: up to four (04) candidates; From 50% to under 60%: up to five (05) candidates; From 60% to under 70%: up to six (06) candidates; From 70% to 80%: up to seven (07) candidates; From 80% to under 90%: up to eight (08) candidates.

3. If the number of candidates nominated or self-nominated remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Company's Charter, Internal Corporate

Governance Regulations, and the Board of Directors' operating regulations. Such additional nominations must be clearly disclosed prior to voting.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and this Charter.

Article 26. Composition and Term of Office of the Board of Directors

1. The Board of Directors shall consist of 05 members.

2. The term of office of a Board member shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An independent member may not serve more than two consecutive terms. Where all members' terms expire simultaneously, they shall continue to act until successors are elected and assume office.

3. Structure of the Board:

At least one-third (1/3) of total members must be non-executive members; The Company shall limit members concurrently holding executive positions to ensure independence;

At least two (02) members must be independent members.

4. A Board member shall cease to hold office if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

5. Appointment of Board members must be disclosed in accordance with securities disclosure laws.

6. Board members are not required to be shareholders of the Company.

Article 27. Rights and Obligations of the Board of Directors

1. The Board of Directors is the governing body of the Company, having full authority in the name of the Company to decide and exercise the Company's rights and obligations, except for those falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:

a) To decide on the Company's strategy, medium-term development plans, and annual business plans;

b) To propose the classes of shares and the total number of shares of each class to be offered;

c) To decide on the sale of unsold shares within the authorized number of shares of each class and to decide on raising additional capital by other means;

d) To decide on the issuance price of shares and bonds of the Company;

e) To decide on share repurchases in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

f) To decide on investment plans and projects within its authority and in accordance with applicable laws;

g) To decide on market development, marketing, and technology strategies;

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 10% or more of the total assets as recorded in the Company's most recent financial statements, except for those falling under the authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, enter into, or terminate contracts with the General Director (CEO) and other key managers as prescribed in the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies and to decide on their remuneration and other benefits;

j) To supervise and direct the General Director (CEO) and other managers in the conduct of the Company's daily business operations;

k) To decide on the Company's organizational structure and internal management regulations; to decide on the establishment of subsidiaries, branches, representative offices, and on capital contributions or share acquisitions in other enterprises;

l) To approve the agenda and contents of documents for the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for the adoption of resolutions;

m) To submit the audited annual financial statements to the General Meeting of Shareholders;

n) To propose dividend levels; to decide on the timing and procedures for dividend payment or the handling of business losses;

o) To propose the reorganization or dissolution of the Company; to request the initiation of bankruptcy proceedings;

p) To issue the Regulations on the operation of the Board of Directors, the Internal Corporate Governance Regulations (after approval by the General Meeting of Shareholders), and the Company's Information Disclosure Regulations;

q) To request the General Director (CEO) and other managers to provide information and documents on the Company's financial position and business operations, as well as those of its units. Managers so requested must provide such information and documents in a timely, complete, and accurate manner. The procedures for requesting and providing information shall be specified in the Board of Directors' internal regulations;

r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and the Company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on its performance in accordance with applicable laws.

Article 28. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill their duties and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member on a unanimous basis. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each Board member shall be recorded as a business expense of the Company in accordance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, or serving on Board committees, or performing tasks beyond the normal scope of duties of a Board member, may receive additional remuneration in the form of lump-sum payments, salary, commission, profit-sharing, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company, subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or

removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors must not concurrently hold the position of General Director (CEO).

3. The Chairman of the Board of Directors shall have the following rights and obligations:

a) To formulate the programs and plans of operation of the Board of Directors;

b) To prepare agendas, contents, and materials for meetings; to convene, preside over, and act as chairperson of meetings of the Board of Directors;

c) To organize the adoption of resolutions and decisions of the Board of Directors;

d) To supervise the implementation of resolutions and decisions of the Board of Directors;

e) To act as chairperson of the General Meeting of Shareholders;

f) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. In the event that the Chairman resigns or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or decision on dismissal/removal.

5. In the absence or incapacity of the Chairman, he/she must authorize in writing another member to perform the rights and obligations of the Chairman. In the absence of such authorization, or in cases where the Chairman dies, is missing, detained, serving a prison sentence, subject to compulsory administrative measures, absconds, loses or has limited legal capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions or professions, the remaining members shall elect one among them as Chairman based on majority approval until a new decision is made.

Article 30. Meetings of the Board of Directors

1. The Chairman shall be elected at the first meeting of the Board of Directors within 07 working days from the completion of the election of the Board. This meeting shall be convened and presided over by the member having the highest number or highest percentage of votes. If more than one member has equal highest votes, the members shall elect one among them by majority to convene the meeting.

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman shall convene a Board meeting in the following cases:

a) At the request of the Supervisory Board or an independent Board member;

b) At the request of the General Director (CEO) or at least five (05) other

managers;

c) At the request of at least two (02) Board members.

4. Requests must be made in writing, clearly stating the purpose and matters to be discussed and decided within the authority of the Board.

5. The Chairman must convene the meeting within 07 working days from receipt of such request. If failing to do so, the Chairman shall be liable for any damages caused; the requesting party may convene the meeting in replacement.

6. Notice of meeting must be sent at least 03 working days prior to the meeting, specifying time, venue, agenda, and matters for discussion and decision, and must be accompanied by relevant documents and voting forms.

Notices may be sent by invitation letter, telephone, fax, electronic means, or other methods ensuring delivery to registered contact addresses.

7. Notice and materials must also be sent to members of the Supervisory Board. Supervisors may attend and discuss but have no voting rights.

8. A meeting shall be valid when attended by at least three-quarters (3/4) of total members. If the first meeting lacks quorum, a second meeting shall be convened within 07 days; such meeting shall be valid if attended by more than half of the members.

9. A Board member shall be deemed present and voting if he/she:

- a) Attends and votes directly;
- b) Authorizes another person to attend and vote under Clause 11;
- c) Participates via online meeting or electronic voting;
- d) Sends voting ballots by post, fax, or email;
- e) Uses other lawful means.

10. Postal ballots must be sealed and delivered to the Chairman at least 01 hour before the meeting and opened in the presence of attendees.

11. Members must attend meetings fully and may authorize others to attend and vote if approved by the majority of Board members.

12. Resolutions and decisions shall be adopted by majority vote; in case of a tie, the Chairman's vote shall prevail.

13. Minutes of Board meetings shall be prepared in accordance with Article 158 of the Law on Enterprises.

Article 31. Sub-committees of the Board of Directors

1. The Board of Directors may establish sub-committees for development strategy, human resources, remuneration, internal audit, and risk management. Each committee shall have at least three (03) members, including Board members and external members. Independent and non-executive members should constitute the majority, and one of them shall be appointed as Head of the committee. Committee operations must comply with regulations of the Board. Resolutions of

a committee are valid when approved by the majority of attending members.

1. The implementation of decisions of the Board or its sub-committees must comply with applicable laws, the Company's Charter, and internal corporate governance regulations.

Article 32. Person in Charge of Corporate Governance / Company Secretary

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to support governance activities. This person may concurrently serve as Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. This person must not work for the auditing firm auditing the Company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

a) To advise the Board of Directors on organizing the General Meeting of Shareholders and relations between the Company and shareholders;

b) To prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders;

c) To advise on meeting procedures;

d) To attend meetings;

e) To advise on procedures for preparing Board resolutions in compliance with law;

f) To provide financial information, minutes of Board meetings, and other information to Board members and Supervisors;

g) To supervise and report on the Company's information disclosure activities;

h) To act as a liaison with stakeholders;

i) To ensure confidentiality of information;

j) Other rights and obligations as prescribed by law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Management Structure

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the conduct of the Company's daily business operations.

The Company shall have a General Director (CEO), Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above

positions must be approved by resolutions or decisions of the Board of Directors.

Article 34. Executives of the Company

1. Executives of the Company include the General Director (CEO), Deputy General Directors, and the Chief Accountant.

2. Upon the proposal of the General Director (CEO) and with the approval of the Board of Directors, the Company may recruit other executives in numbers and with qualifications appropriate to the Company's organizational structure and internal management regulations as determined by the Board of Directors. Executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director (CEO) shall receive salary and bonuses as determined by the Board of Directors.

4. Salaries of executives shall be accounted for as business expenses of the Company in accordance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, Dismissal, Rights and Obligations of the General Director (CEO)

1. The Board of Directors shall appoint one of its members or hire another person to serve as General Director (CEO).

2. The General Director (CEO) is responsible for managing the daily business operations of the Company; is subject to supervision by the Board of Directors; and is accountable to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of office of the General Director (CEO) shall not exceed five (05) years and may be renewed for an unlimited number of terms. The General Director (CEO) must meet the standards and conditions prescribed by law and this Charter.

4. The General Director (CEO) shall have the following rights and obligations:

- a) To decide on matters relating to the daily business operations of the Company that are not within the authority of the Board of Directors;
- b) To organize the implementation of resolutions and decisions of the Board of Directors;
- c) To implement business plans and investment projects of the Company;
- d) To propose organizational structures and internal management regulations;
- e) To appoint, dismiss, or remove managerial positions within the Company, except those under the authority of the Board of Directors;

- a) To decide salaries and other benefits of employees, including managers under his/her appointment authority;
- b) To recruit employees;
- c) To propose dividend distribution plans or solutions for handling business losses;
- d) Other rights and obligations as prescribed by law, this Charter, and resolutions or decisions of the Board of Directors.

1. The Board of Directors may dismiss the General Director (CEO) if approved by a majority of attending members with voting rights and appoint a replacement.

IX. SUPERVISORY BOARD

Article 36. Nomination and Candidacy for Members of the Supervisory Board

1. The nomination and self-nomination of candidates for membership of the Supervisory Board shall be carried out in accordance with Clauses 1 and 2 of Article 25 of this Charter.

Shareholders or groups of shareholders shall have the right to nominate candidates to the Supervisory Board. The nomination shall be conducted in accordance with the following principles: From 10% to less than 20%: entitled to nominate up to two (01) candidates; From 20% to less than 30%: entitled to nominate up to three (02) candidates; From 30% to less than 40%: entitled to nominate up to four (03) candidates; From 40% to less than 50%: entitled to nominate up to five (04) candidates; From 50% to less than 60%: entitled to nominate up to six (05) candidates; From 60% to less than 70%: entitled to nominate up to seven (06) candidates; From 70% or less than 80%: entitled to nominate up to seven (07) candidates; From 80% or less than 90%: entitled to nominate up to seven (08) candidates.

2. In the event that the number of candidates for the Supervisory Board nominated or self-nominated is insufficient as required, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board.

The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board in accordance with the law.

Article 37. Composition of the Supervisory Board

1. The Supervisory Board shall consist of three (03) members. The term of office shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.

2. Supervisors must meet the standards and conditions under Article 169 of the Law on Enterprises and must not:

- a) Work in the accounting or finance department of the Company;
- Be members or employees of the independent audit firm auditing the

Company's financial statements in the preceding three (03) years.

3. A Supervisor shall be dismissed in the following cases:

- a) No longer meeting eligibility requirements;
- b) Resigning and such resignation is accepted;
- c) Other cases as prescribed by law and this Charter.

4. A Supervisor may be removed in the following cases:

- a) Failure to perform assigned duties;
- b) Failure to exercise rights and obligations for six (06) consecutive months (except force majeure);
- c) Repeated or serious violations of obligations;
- d) Other cases as decided by the General Meeting of Shareholders.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected from among its members by majority vote. More than half of the Supervisory Board members must reside in Vietnam. The Head must hold a university degree in economics, finance, accounting, auditing, law, business administration, or a related field.

2. Rights and obligations:

- a) To convene meetings of the Supervisory Board;
- b) To request information from the Board of Directors, the General Director (CEO), and other executives;
- c) To prepare and sign reports of the Supervisory Board for submission to the General Meeting of Shareholders.

Article 39. Rights and Obligations of the Supervisory Board

The Supervisory Board has the rights and obligations under Article 170 of the Law on Enterprises and the following:

1. To propose and recommend the selection of an approved audit firm;
2. To be accountable to shareholders for its supervisory activities;
3. To supervise financial conditions and legal compliance of the Board of Directors, the General Director (CEO), and managers;
4. To ensure coordination with the Board of Directors, the General Director, and shareholders;
5. To notify the Board of Directors within 48 hours upon detecting violations and require corrective actions;
6. To develop its operating regulations;
7. To report to the General Meeting of Shareholders in accordance with Decree 155/2020/ND-CP;
8. To access Company records and workplaces;
9. To request information from management;
10. Other rights and obligations under law and this Charter.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board shall meet at least twice per year. At least two-thirds (2/3) of members must attend. Minutes must be detailed, signed, and archived.

2. The Supervisory Board may require Board members, the General Director, and auditors to attend and provide explanations.

Article 41. Salary, Remuneration and Benefits of Supervisors

1. Supervisors shall receive salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders, which also determines the annual operating budget.

2. Supervisors shall be reimbursed for reasonable expenses, including independent advisory services, within the approved budget unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board shall be recorded as business expenses in accordance with corporate income tax laws and presented as a separate item in the Company's annual financial statements.

X. LIABILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER MANAGERS

Members of the Board of Directors, Supervisors, the General Director and other managers shall perform their duties, including those as members of subcommittees of the Board of Directors, honestly, prudently, and in the best interests of the Company.

Article 42. Fiduciary Duties and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, the Board of Supervisors, the General Director and other managers must disclose related interests in accordance with the Law on Enterprises and relevant laws.

2. These persons and their related persons may only use information obtained by virtue of their position for the benefit of the Company.

3. They must notify in writing the Board of Directors and the Board of Supervisors of transactions between: the Company, its subsidiaries, or companies in which the Company holds more than 50% of charter capital; and themselves or their related persons. Such transactions must be disclosed in accordance with securities law if approved by the General Meeting of Shareholders (GMS) or the Board of Directors (BOD).

4. A member of the Board of Directors must not vote on transactions in which such member or their related persons have an interest.

5. The above persons and their related persons must not use or disclose internal information for personal or third-party transactions.

6. Transactions between the Company and the above persons (or related persons) shall not be invalidated if:

a) For transactions $\leq 10\%$ of total assets: Key terms and related interests are disclosed to the BOD; Approved by a majority of non-interested BOD members.

b) For transactions $> 10\%$ or cumulative $\geq 15\%$ within 12 months: Fully disclosed to shareholders; Approved by the GMS by non-interested shareholders.

c) Transactions with a shareholder owning $\geq 51\%$ voting shares (or related persons): Fully disclosed to shareholders; Approved by the GMS by non-interested shareholders.

Article 43. Liability for Damages and Indemnification

1. Members of the Board of Directors, Supervisors, the General Director and other managers who breach their duties of loyalty and care, or fail to perform their obligations, shall be liable for any damages caused by such breaches.

2. The Company shall indemnify persons who have been, are, or may become parties to claims, lawsuits or legal proceedings (including civil and administrative cases, but excluding cases initiated by the Company), provided that such persons:

- are or were members of the Board of Directors, Supervisors, the General Director, other managers, employees, or authorized representatives of the Company;
- acted in good faith, with due care, and in the best interests of the Company in performing their assigned duties; and
- there is no evidence that such persons have breached their obligations.

3. Indemnifiable expenses include:

- judgments, fines, and amounts actually payable;
- reasonable costs incurred in resolving such matters, including legal fees.

The Company may purchase liability insurance for such persons to cover the above indemnification obligations.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 44. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect books and records as follows:

a) Ordinary shareholders have the right to review, inspect and extract information relating to names and contact details in the list of shareholders with voting rights; request correction of their inaccurate information; and review, inspect, extract or copy the Charter of the Company, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders holding 5% or more of the total ordinary shares shall have the right to review, inspect and extract: minutes books

and resolutions/decisions of the Board of Directors; semi-annual and annual financial statements; reports of the Board of Supervisors; contracts and transactions subject to approval by the Board of Directors; and other documents, except those relating to trade secrets or business secrets of the Company.

2. Where an authorized representative of a shareholder or group of shareholders requests inspection of books and records, such request must be accompanied by a power of attorney or a notarized copy thereof.

3. Members of the Board of Directors, Supervisors, the General Director and other managers shall have the right to inspect the share register, shareholder lists, and other books and records of the Company for purposes related to their duties, provided that such information must be kept confidential.

4. The Company shall retain the following documents at its head office or another location, provided that shareholders and the business registration authority are notified of such location: the Company Charter and its amendments; Enterprise Registration Certificate; internal regulations; documents evidencing ownership of assets; resolutions of the General Meeting of Shareholders and the Board of Directors; minutes of meetings of the General Meeting of Shareholders and the Board of Directors; reports of the Board of Directors and the Board of Supervisors; annual financial statements; accounting books and other documents as required by law.

5. The Company Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to: recruitment and termination of employment; salaries and wages; social insurance; employee benefits; rewards and disciplinary measures applicable to employees and managers of the Company.

2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade unions, in accordance with: best practices and corporate governance standards; the provisions of this Charter; internal regulations of the Company; and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders shall decide on the annual dividend rate and form of dividend payment from the Company's retained earnings, based on proposals of the Board of Directors and in accordance with the following principles:

a) Allocation to the Reward Fund and Welfare Fund in accordance with

law, not exceeding 10% of the Company's after-tax profit for the year;

b) Allocation to and use of the Management and Executive Bonus Fund and other funds in accordance with law, taking into account the Company's business performance and investment and development needs.

2. The Company shall not pay interest on any dividend or any amounts payable relating to any class of shares.

3. The Board of Directors may decide to declare interim dividends if such payment is consistent with the Company's profitability and is authorized by the General Meeting of Shareholders.

4. The Board of Directors may propose that the General Meeting of Shareholders approve payment of dividends in shares, in whole or in part, and shall implement such decision.

5. Where dividends or other amounts relating to a class of shares are paid in cash, payment shall be made in Vietnamese Dong (VND). Payment may be made directly or through banks based on account details provided by shareholders. If the Company transfers funds in accordance with the shareholder's provided bank details but the shareholder does not receive such funds, the Company shall not be liable for such amount. Dividend payments for listed shares may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation (VSDC).

6. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a **record date**. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends (in cash or shares), notices, and other documents.

7. Other matters relating to profit distribution shall be implemented in accordance with applicable laws.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 47. Bank Accounts

1. The Company shall open accounts at banks in Vietnam or at foreign banks permitted to operate in Vietnam.

2. Subject to prior approval of competent authorities, where necessary, the Company may open bank accounts abroad in accordance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through its accounts in Vietnamese Dong or foreign currencies opened at such banks.

Article 48. Fiscal Year

The fiscal year of the Company shall commence on 1 January and end on

31 December of each year.

Article 49. Accounting System

1. The Company shall apply the enterprise accounting regime or a specialized accounting regime as promulgated or approved by competent authorities.

2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with accounting laws and relevant regulations. Such records must be accurate, updated, systematic, and sufficient to evidence and explain the Company's transactions.

3. The Company shall use Vietnamese Dong (VND) as the accounting currency. Where the Company's primary transactions are conducted in a foreign currency, it may select such foreign currency as its accounting currency, provided that: it assumes legal responsibility for such selection; and it notifies the directly managing tax authority.

Article 50. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company must prepare annual financial statements, which shall be audited in accordance with law. The audited annual financial statements must be disclosed in compliance with securities disclosure regulations and submitted to competent authorities.

2. The annual financial statements must include all required reports, appendices and explanatory notes in accordance with accounting laws and must present fairly and accurately the Company's financial position and operations.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with securities disclosure regulations and submit them to competent authorities.

Article 51. Annual Report

The Company shall prepare and disclose its Annual Report in accordance with the laws on securities and the securities market.

XV. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of them to audit the Company for the following fiscal year, based on agreed terms and conditions.

2. The audit report shall be attached to the Company's annual financial statements.

3. Independent auditors auditing the Company's financial statements may:

- attend meetings of the General Meeting of Shareholders;
- receive notices and other documents relating to such meetings; and

- express opinions at the meeting on matters relating to the audit of the Company's financial statements.

XVI. COMPANY SEAL

Article 53. Company Seal

1. The Company seal includes physical seals and digital signatures in accordance with laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the Company's seal.
3. The Board of Directors and CEO shall manage and use the seal in accordance with applicable laws.

XVII. DISSOLUTION

Article 54. Dissolution

1. The Company may be dissolved in the following cases:
 - a) Expiry of its operating term without extension;
 - b) Resolution of the GMS;
 - c) Revocation of Enterprise Registration Certificate;
 - d) Other cases as prescribed by law.
2. Early dissolution shall be decided by the GMS and implemented by the Board of Directors. Such decision on dissolution must be notified to or obtain approval from the competent authorities (where required) in accordance with the applicable laws and regulations.

Article 55. Extension of Operation

1. The Board of Directors shall convene a GMS at least 07 months prior to expiry of the Company's term to consider extension.
2. Extension requires approval by shareholders representing at least 65% of total voting rights of attending shareholders.

Article 56. Liquidation

1. At least six (06) months prior to the expiry of the Company's term of operation or upon a decision on dissolution of the Company, the Board of Directors shall establish a Liquidation Committee comprising three (03) members, of whom two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses relating to the liquidation shall be given priority for payment by the Company over other liabilities.
2. The Liquidation Committee shall be responsible for notifying the business registration authority of its establishment date and commencement date.

From such time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation process before courts and administrative authorities.

3. Proceeds shall be distributed in the following order: (i) liquidation expenses; (ii) employee obligations; (iii) tax liabilities; (iv) other debts; (v) remaining assets distributed to shareholders.

XVIII. INTERNAL DISPUTE RESOLUTION

Article 57. Internal Dispute Resolution

1. In the event of any dispute or complaint arising in connection with the Company's operations, or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other applicable laws, or agreements between:

- a) shareholders and the Company;
- b) or shareholders and the Board of Directors, the Supervisory Board, the Chief Executive Officer, or other executives,

The relevant parties shall first attempt to resolve such dispute through negotiation and mediation. Except where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman shall preside over the dispute resolution process and request each party to present relevant facts and circumstances within seven (07) working days from the date the dispute arises. Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Supervisory Board to appoint an independent expert to act as a mediator for the dispute resolution process.

2. If no settlement is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or a competent court.

3. Each party shall bear its own costs incurred in connection with negotiation and mediation. Court costs shall be borne in accordance with the court's decision.

XIX. AMENDMENT OF CHARTER

Article 58. Charter Amendment

1. Any amendment or supplementation of this Charter must be considered and approved by the General Meeting of Shareholders.

2. Where applicable laws contain provisions relating to the Company's operations that are not addressed in this Charter, or where new legal provisions differ from those set out herein, such provisions shall prevail and be applied to govern the Company's operations.

XX. EFFECTIVENESS

Article 59. Effectiveness

1. This Charter consists of twenty (20) Chapters and fifty-nine (59)

Articles and was approved by the General Meeting of Shareholders of Hanoi Soap Joint Stock Company on April 28th, 2026 at the Annual General Meeting of Shareholders, and its entire contents were duly adopted and put into effect.

2. This Charter is made in ten (10) originals of equal legal validity and shall be kept at the Company's head office.

3. This Charter is the sole and official Charter of the Company.

4. Copies or extracts of this Charter shall be valid only if bearing the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

Full name and signature of the legal representative of the Company and members of the Board of Directors.

Members of the Board of Directors

(full name and signature)



1. Mr. Nguyen Xuan Bac



2. Mr. Do Huy Lap



3. Mr. Le Viet Phuong



4. Mr. Nghiem Minh Long

Legal Representative



Mr. Le Viet Phuong